



BOULT • CUMMINGS
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July 30, 2003

Deborah Taylor Tate, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: *Petition of Delta Phones, Inc. for Approval of Transfer of Control*

03-00457

Dear Chairman Tate:

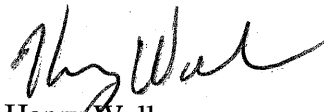
Pursuant to your request, I discussed further with Delta Phones, Inc. the change in management at Delta Phones described during last week's conference.

I found out that the management change was the result of a stock sale last December in which a new stockholder purchased a controlling interest in Delta Phones and, at this time, installed a new management team.

Although there has been no sale or transfer of Delta Phones' certificate and there is no state statute which explicitly requires TRA approval of a change of control of a regulated carrier,¹ I explained to Delta Phones that the TRA's practice in recent years has been to inform a carrier undergoing a change of control that the carrier should apply for TRA approval. Therefore, Delta Phones submits the attached petition requesting such approval.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry Walker

HW/pp
Enclosure

¹ T.C.A. 65-4-113 requires TRA approval of the transfer of all or part of a carrier's operating authority, as derived from its certificate, to another entity. In this case, all of the operating authority remains with Delta Phones, Inc. Compare T.C.A. § 65-30-105(a) which gives the TRA explicit authority over a change in "ownership or control" of a radio common carrier.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

July 30, 2003

IN RE:

**PETITION OF DELTA PHONES, INC. AND
M & T, L.L.C. FOR APPROVAL OF A
TRANSFER OF CONTROL**

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Docket No.

**PETITION OF DELTA PHONES, INC. AND M&T, L.L.C. FOR APPROVAL OF A
TRANSFER OF CONTROL**

Delta Phones, Inc. (Delta Phones) and M&T, L.L.C. (M&T) petition the Tennessee Regulatory Authority to approve the transfer of control of Delta Phones to M&T.

In support of this Petition, Delta Phones and M&T provide the following information:

1. M&T is a Delaware limited liability corporation that maintains its principal place of business at 1245 East Diehl Road, Suite #307, Naperville, IL 60563.
2. Delta Phones is a Louisiana corporation that maintains its principal place of business at 245 Illinois Street, Delhi, LA 71232. Delta Phones holds a reseller certificate to provide local exchange and interexchange services in Tennessee.
3. On December 23, 2002, M&T purchased a majority of the stock of Delta Phones and, concurrent with the purchase, brought in a new management team for Delta Phones. Delta Phones still retains its resale certificate and the transfer of control resulting from the stock sale was transparent to the customers of Delta Phones who continue to receive service under the same terms and conditions as set forth in the company's intrastate tariff.
4. The transfer of control has been beneficial to the company and its customers. The new management team has substantial experience in telecommunications (see attached biographical information of Jennifer Jandora, Executive Director of Operations for Delta Phones,

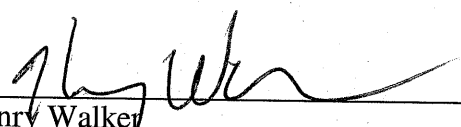
and Richard Tolan, President of Delta Phones) and M&T, the controlling stockholder, provides the carrier access to an additional source of capital.

5. Since this change in control involves only a stock sale, has been transparent to customers, and will benefit the carrier and improve service, Delta Phones and M&T ask the Authority to approve this petition for transfer of control.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: _____


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Ms. Jennifer Jandora has been involved on the operations side of the telecommunications business for the past six years, having worked with both local and long distance carriers to enter and compete in competitive telecommunications markets. Her relevant work experience is listed below:

March 1997 Aug 1997 Opex, Inc. (an IXC)

Provisioning Manager

Operations - Provisioning, Customer Service, Resporg toll free # s

Aug 1997 July 1999 US Buying Group (IXC, CLEC)

Operations Manager

Operations Provisioning, Customer Service, Sales Reports

Finance, Month End Reports, Sales Commissions, Billing/Invoicing

Technical Daily CDR imports, All Custom Reports, Daily Usage Reporting

September 2002 Present Delta Phones

Executive Director of Operations

Operations Provisioning, Customer Service, Repair

Finance ILEC Bill Reconciliation, Month End Reports, Sales Commissions, Billing/Invoicing

Technical Reporting, Maintain Order DB, Billing DB

Richard Tolan

Richard Tolan has over 9 years experience owning and/or running telecommunications and technology companies. He began as a long distance agent and evolved to a master agent, building a nationwide network of over 1,000 + independent salespeople and creating a carrier brokerage house. He started and ran a company to manage these agents, and since leaving that company has served as CEO, President, and Executive Vice President, and been instrumental in running several companies. One of the key strengths he brings to Delta Phones, Inc. is his understanding of the marketplace. Mr. Tolan uses this insight to developing speed-to-market strategies -- matching programs and products to the actual needs of the consumer and communicating those benefits to achieve sales.

Because of his success, he was recruited by major long distance carriers to deploy the alternate channels sales force for local telephone service when they launched it and has subsequently overseen numerous marketing campaigns and brand and product launches; both for his own companies and for others that have contracted his services. He has had the ear of the technology roundtable of major motion picture studio executives, and was working with them to bring fiber to their studios, create digital content capture and storage infrastructure, automate their inventory, casting, and resource procurement systems, and connect to data storage vaults -- all with the goal of improving their costs considerably. Mr. Tolan has had the honor and privilege to be invited as a speaker at numerous carrier and telecom events and conferences, where he has shared his observations and vision of the future of telecommunications. He strives to help Delta Phones stay at the forefront of this evolving field, and constantly raise the bar on levels of quality and value delivered to the customer.